

TRADEMARK ASSIGNMENT

Electronic Version v1.1
 Stylesheet Version v1.1

SUBMISSION TYPE:	NEW ASSIGNMENT
NATURE OF CONVEYANCE:	NUNC PRO TUNC ASSIGNMENT
EFFECTIVE DATE:	08/31/2010

CONVEYING PARTY DATA

Name	Formerly	Execution Date	Entity Type
Journey Education Marketing, Inc.		12/06/2010	CORPORATION: TEXAS

RECEIVING PARTY DATA

Name:	JEM Acquisition Corp.
Street Address:	9625 West 76th Street
City:	Eden Prairie
State/Country:	MINNESOTA
Postal Code:	55344
Entity Type:	CORPORATION: DELAWARE

PROPERTY NUMBERS Total: 7

Property Type	Number	Word Mark
Serial Number:	75058829	STUDENT SOFTWARE GUIDE
Registration Number:	2078747	JOURNEY EDUCATION MARKETING
Registration Number:	3265936	CREATIVE CAST
Registration Number:	3175396	VERICLICK
Registration Number:	3482121	STUDENTS SAVE. OTHERS DON'T.
Registration Number:	3112059	INVEST IN THE TOOLS OF YOUR FUTURE PROFESSION!
Registration Number:	3734228	JOURNEYED

CORRESPONDENCE DATA

Fax Number: (612)233-1317
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Correspondence will be sent to the e-mail address first; if that is unsuccessful, it will be sent via US Mail.

Correspondent Name: North Oaks Patent Agency

TRADEMARK
REEL: 004663 FRAME: 0315

900207519

OP \$190.00 75058829

Address Line 1: 45 Island Road
Address Line 4: North Oaks, MINNESOTA 55127

ATTORNEY DOCKET NUMBER:	D33-277-01-US
NAME OF SUBMITTER:	Shawn B Dempster
Signature:	/Shawn B Dempster/
Date:	11/18/2011

Total Attachments: 2
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source=101206 TM Assignment - JourneyEd Signed#page2.tif

ASSIGNMENT

On September 1, 2010, Journey Education Marketing, Inc., a Texas corporation ("*JEM*"), , having offices located at 13755 Hutton Drive, Suite 500, Dallas, Texas 75234, its affiliated companies, and its shareholders, entered into an asset purchase agreement (the "Agreement") with JEM Acquisition Corp. (the "Purchaser") and its parent company, Digital River, Inc. ("Digital River"), both Delaware corporations having a place of business at 9625 West 76th Street, Eden Prairie, MN 55344. The Agreement had an effective date of August 31, 2010.

Based upon the Agreement, JEM hereby irrevocably assigns to Purchaser, *nunc pro tunc* and effective August 31, 2010, the entire worldwide right, title and interest in the U.S. and foreign trademark applications (collectively the "Trademarks") identified as:

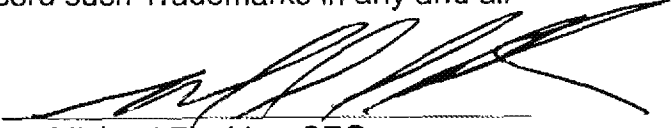
See Attachment A

Such right, title and interest in the Trademarks, includes, without limitation:

- (i) the rights and privileges of based on usage of the Trademarks, together with the good will of the business symbolized by the Trademarks, and any registrations that may be granted by the United States or any other jurisdiction, including any logo or design incorporating or using any of the words or designs comprising the Trademarks;
- (ii) the rights to file applications for registration, to be granted registrations, and to claim priority to any previously filed applications or registrations for the Trademarks in all jurisdictions;
- (iii) the rights to income, royalties, damages, and payments now or hereafter due or payable for use of any of the Trademarks; and
- (iv) the right to sue, counterclaim, and recover for applicable past, present and future infringement of any of the Trademarks.

JEM, on behalf of itself, its successors, assigns, or other legal representatives, covenants and agrees to execute, without additional consideration, but at the expense of Digital River, such further documents deemed necessary by Digital River or its affiliates to secure, protect, enforce, and record such Trademarks in any and all jurisdictions.

December 6, 2010
Date


Michael Fischler, CEO
Journey Education Marketing, Inc.

Attachment A

Full Mark	Application Number	Application Date	Registration Number
JOURNEY EDUCATION MARKETING	75/058,832	2/16/1996	2,078,747
CREATIVE CAST	78/597,083	3/29/2005	3,265,936
VERICLICK	78/624,866	5/6/2005	3,175,396
STUDENTS SAVE. OTHERS DON'T.	78/624,893	5/6/2005	3,482,121
INVEST IN THE TOOLS OF YOUR FUTURE PROFESSION!	78/678,559	7/26/2005	3,112,059
JOURNEYED	77/760,627	6/16/2006	3,734,228
STUDENT SOFTWARE GUIDE	75/058,829	2/16/1996	